

P97000008223

KLUGER, PERETZ, KAPLAN & BERLIN, P.A.

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Telephone: (305) 379-9000  
Broward Line: (954) 728-8100  
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FORT LAUDERDALE OFFICE

1701 Barnett Bank Tower  
One East Broward Boulevard  
Fort Lauderdale, Florida 33301

Telephone: (954) 761-1100  
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SCOTT A. MAGER  
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KIMBERLY D. KOLBACK  
RONNY J. HALPERIN

TODD A. LEVINE  
DEBORAH B. TALENFELD  
MICHAEL S. PERSE  
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STEPHEN M. GAFFIGAN  
MICHAEL D. SEESE  
TERRI TUCHMAN MEYERS  
SETH HONOWITZ  
ALEXANDRA M. SARMIENTO-WALDEN

OF COUNSEL:  
RICHARD SHARPSTEIN  
MICHAEL J. WRUBEL

REPLY TO:  
Miami

May 7, 1998

Susan Payne  
Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Grove Grill IV, Inc.

Dear Ms. Payne:

Enclosed is the Certificate required under Florida Statute Section 607.1007 for filing Amended and Restated Articles of Incorporation for the above-referenced corporation, along with the Certificate of Registered Agent. Also enclosed are our checks totaling the amount of \$70.00. Please file this and send us a certified copy as soon as possible.

Should you have any questions concerning this matter, please do not hesitate to contact me.

Sincerely,

  
Ronny J. Halperin

RJH/lg  
Enclosure


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LAW OFFICES  
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SETH HONOWITZ  
JENA E. RISSMAN

OF COUNSEL  
RICHARD SHARPSTEIN  
MICHAEL J. WRUBEL

REPLY TO:  
Miami

May 14, 1998

Susan Payne  
Office of Secretary of State  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Grove Grill IV, Inc.

Dear Ms. Payne:

Enclosed herewith is a check in the amount of \$17.50 for the additional amount for the filing of the Restated Articles of Incorporation for Grove Grill IV, Inc.

Please call me if you have any questions.

Very truly yours,

KLUGER, PERETZ, KAPLAN & BERLIN, P.A.

  
\_\_\_\_\_  
Ronny J. Halperin

RJH/krq

Enclosure  
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
GROVE GROUP HOLDINGS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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**ARTICLE I**

**NAME**

The name of the corporation is GROVE GROUP HOLDINGS, INC.

**ARTICLE II**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the corporation's principal office is c/o Kluger, Peretz, Kaplan & Berlin, P.A., 1700 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131 and the corporation's mailing address is c/o Kluger, Peretz, Kaplan & Berlin, P.A., 1700 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131.

**ARTICLE III**

**NATURE OF BUSINESS**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**

**CAPITAL STOCK**

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock that the corporation is authorized to have outstanding is 100 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have pre-

emptive rights to subscribe to the corporation's securities and are entitled to receive the net assets of the corporation upon dissolution.

#### **ARTICLE V**

#### **REGISTERED AGENT AND OFFICE**

The name of the registered agent of this corporation is Miami Center Registered Agents, Inc. The street address of the corporation's registered office is c/o Miami Center Registered Agents, Inc., 1700 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131.

#### **ARTICLE VI**

#### **BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

#### **ARTICLE VI**

#### **INDEMNIFICATION**

The corporation shall indemnify, to the full extent permitted by law, any officer or director of the corporation.

**CERTIFICATE OF REGISTERED AGENT**

**OF**

**GROVE GROUP HOLDINGS, INC.**

Pursuant to Section 607.0501 of the Florida Business Corporations Act, the following is submitted, in compliance with said Act:

That GROVE GROUP HOLDINGS, INC., with its principal office, as indicated in its Amended and Restated Articles of Incorporation, has named **Miami Center Registered Agents, Inc.**, located at 1700 Miami Center, 201 South Biscayne Boulevard, Miami , Florida 33131, as its agent to accept service of process within this State.

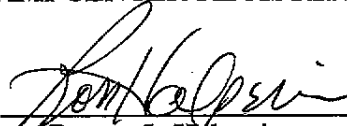
**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 1st day of April, 1998

MIAMI CENTER REGISTERED AGENTS, INC.

By: \_\_\_\_\_

  
Ronny J. Halperin

**CERTIFICATE**

Grove Grill IV, Inc., a Florida corporation Document No. P97000008223 files this Certificate pursuant to Florida Statutes § 607.1007 and states:

1. The Corporation approves the filing of the Amended and Restated Articles of Incorporation attached hereto.
2. The Amended and Restated Articles contain the following amendment:
  - a. The name of the Corporation prior to the amendment is Grove Grill IV, Inc.
  - b. The name of the Corporation after the amendment is Grove Group Holdings, Inc.

The Amendment was adopted by duly approved shareholder action in accordance with the provisions of Florida Statutes § 607.1003. The number of votes cast for the Amendment by the shareholders was sufficient for approval.

Executed this 15<sup>th</sup> day of March, 1998.

  
\_\_\_\_\_  
Andrew Kwiat, Secretary